

STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

COMMONWEALTH EDISON COMPANY,	:	
	:	
	:	No. 02-0277
Regarding a Complaint and Petition By	:	
Commonwealth Edison Company For An Order	:	
Finding PDV Midwest LLC In Violation Of The	:	
Prohibition On Resale Of Retail Electric Service	:	
Contained In the Illinois Public Utilities Act And	:	
Set Forth In Rider 12, Conditions Of Resale Or	:	
Redistribution Of Electricity By The Customer To	:	
Third Persons, And For Other Relief.	:	

**VERIFIED COMPLAINT AND
AMENDED VERIFIED PETITION**

Commonwealth Edison Company (“ComEd”), pursuant to Sections 9-101, et seq., and 10-101, et seq., of the Illinois Public Utilities Act (the “Act”), 220 ILCS 5/1-101, et seq., files this Verified Complaint and Amended Verified Petition requesting an order from the Illinois Commerce Commission (the “Commission”): (1) that PDV Midwest Refining, L.L.C., (“PDV Midwest”), on its own or through its authorized agent, has been engaged in the prohibited resale of retail electric service since at least August 5, 1997; (2) that a refinery, needle coking plant and calciner plants located in Lemont, Illinois (the “Lemont Facility”) are separate retail customers subject to the requirement to receive and pay for retail electric service; and (3) ordering PDV Midwest to cease its violations of the prohibition against resale, and directing ComEd to terminate service to PDV Midwest at the Lemont Facility if PDV Midwest does not cease such violations. In addition, ComEd requests the Commission’s assistance to determine the amount of charges for retail electric service that properly should be billed for electric service provided to

the refinery, calciner plant and needle coking plant at the Lemont Facility. In support of its complaint and petition, ComEd states:

I. Statement of the Case

1. For several years, PDV Midwest has purchased electricity at a negotiated discount price from ComEd under Rate CS as a retail customer. PDV Midwest has, in turn, resold a portion of this electricity at a higher price to two companies, the Needle Coker Company (“Needle Coker”) and the Chicago Carbon Company (“Chicago Carbon”), which own the needle coking plant and calciner plant respectively, at the Lemont Facility. As explained below, PDV Midwest has formally admitted in a court proceeding to reselling ComEd’s electricity to both Needle Coker and Chicago Carbon. Through the mark-up it charged on resales of electricity, PDV Midwest received millions of dollars in “middle man” profits for its distribution of unregulated electric service to the needle coking and calciner operations. PDV Midwest’s actions violate the Illinois Public Utilities Act and provisions of ComEd’s Commission-authorized rates. This pleading amends the petition filed by ComEd on April 23, 2002.

II. Parties and Jurisdiction

2. ComEd is a corporation organized and existing under the laws of the State of Illinois, with its principal office in Chicago, Illinois. ComEd delivers electricity to the public in the northern portion of Illinois. ComEd is a public utility within the meaning of Section 3-105 of the Act, 220 ILCS 5/3-105, and an electric utility within the meaning of Section 16-102 of the Act, 220 ILCS 5/16-102.

3. PDV Midwest and CITGO are affiliates, and are each ultimately owned subsidiaries of Petroleos de Venezuela, S.A. (“PDVSA”). PDVSA operates in North America through its subsidiary PDV America, which in turn owns PDV Midwest. CITGO manages PDV Midwest’s refinery operations at the Lemont Facility as PDV Midwest’s agent. PDV Midwest

and CITGO are neither authorized public utilities within the meaning of Section 3-105 of the Act, 220 ILCS 5/3-105, nor authorized electric utilities or Alternative Retail Electric Suppliers within the meaning of Section 16-102 of the Act, 220 ILCS 5/16-102. PDV Midwest is a customer of ComEd's receiving electric utility service. On April 30, 2002, PDV Midwest and CITGO jointly filed a petition to intervene in this matter.

4. On information and belief, Unocal Corporation is a corporation organized and existing under the laws of the State of Delaware, with its principal office in El Segundo, California. Unocal Corporation operates as the parent company of The Union Oil Company of California (collectively "Unocal"). Unocal is an independent oil and gas exploration and production company, with principal operations in North America and Asia. Unocal is neither an authorized public utility within the meaning of Section 3-105 of the Act, 220 ILCS 5/3-105, nor an authorized electric utility or Alternative Retail Electric Supplier within the meaning of Section 16-102 of the Act, 220 ILCS 5/16-102.

5. On information and belief, Needle Coker is an Illinois general partnership.

6. On information and belief, Chicago Carbon is an Illinois general partnership.

7. The Commission has jurisdiction over this matter pursuant to provisions of the Illinois Public Utilities Act, including inter alia Sections 3-105, 9-243, 9-250, 10-101, and 10-108 of the Act, 220 ILCS 5/ Sections 3-105, 9-243, 9-250, 10-101 and 10-108. The issues presented by this Verified Complaint and Amended Verified Petition implicate ComEd's obligation to provide retail service to customers in its capacity as an authorized public utility, and the Commission's unique and non-delegable enforcement duties under the Act to (i) prevent the unregulated resale of utility service; (ii) help ensure that retail users of utility service receive

such service directly from an authorized utility or other Commission-approved entity; and (iii) prevent the subversion of ComEd's rate structure.

8. ComEd filed an informal complaint with the Consumer Affairs Division of the Commission concerning the allegations contained in this Verified Complaint and Amended Verified Petition. PDV Midwest, CITGO and Unocal each filed responses to ComEd's informal complaint denying ComEd's allegations. ComEd's informal complaint filed with that office has been closed.

III. Statement of Facts

9. PDV Midwest owns a refinery located in ComEd's service territory. The refinery is operated by PDV Midwest's affiliate and agent, CITGO. Since about May 1997, Unocal has owned a calciner plant at the same site as the refinery. Unocal and PDV Midwest own 75% and 25%, respectively, of a needle coking plant located at the same site as PDV Midwest's refinery.

10. Prior to 1997, Uno-Ven owned the refinery, calciner, and needle coking operations located on the contiguous property at the Lemont Facility. At that time, Uno-Ven was a partnership between the Unocal and PDV America.

11. As a large industrial customer, Uno-Ven was billed under Rate 6L – Large General Service. Rate 6L includes a demand charge related to the customer's peak period demand. A higher demand charge applies to the first 10 megawatts of the customer's peak period demand. A lower demand charge applies to the customer's peak period demand over 10 megawatts.

12. ComEd combines the billing of designated points of service for a single customer on one general service account where: (i) a single legal entity owns the designated points of service; and (ii) the facilities served are located on contiguous property. Beginning in or about

1989, ComEd combined billed each of the operations at the Lemont Facility on one general service account under Rate 6L because each of the operations was owned by Uno-Ven and all were located on contiguous property. Combined billing provided lower cost service to the refinery, needle coking plant, and the calciner plant than if they had been separately owned and established as separate customers because the combined usage allowed Uno-Ven to obtain the lower Rate 6L demand charge.

13. On or about May 1, 1997, Unocal and PDV America restructured the Uno-Ven partnership to eliminate Uno-Ven's ownership of all of the Lemont Facility's operations. The restructuring eliminated common ownership of the three Lemont Facility operations. Instead, PDV America's subsidiary, PDV Midwest, owned all of the refinery's assets, Unocal owned the calciner plant, and Unocal and PDV owned 75% and 25% respectively, of Needle Coker through subsidiaries. As a result of this restructuring, the Lemont Facility would no longer be eligible for combined billing.

14. ComEd learned of the possible restructuring in April 1997, and arranged a meeting with representatives of Unocal and CITGO to determine whether continued combined billing of the Lemont Facility operations was warranted. At that meeting, Unocal and CITGO representatives assured ComEd's account manager that the fundamental ownership structure would remain unchanged. Based on this representation, ComEd continued the combined billing arrangement. At no time did ComEd receive notice of, or approve, any resale or other provision of service from PDV Midwest and CITGO to the Unocal entities, which would have been served as separate Rate 6L customers absent Unocal's and CITGO's representations that the Lemont Facility operations remained commonly owned.

15. In or about July 1997, PDV Midwest and CITGO developed an “action plan” to obtain a “middle man” profit from the resale of electricity. PDV Midwest and CITGO decided to obtain profits by purchasing retail electric service from ComEd at negotiated discount Rate CS prices and reselling some of that electricity to the needle coking and calciner operations at higher prices. To implement its plan, CITGO generated and sent invoices to Unocal and charged Unocal for electricity based on Rate 6L prices. Continued combined billing by ComEd made it possible for PDV Midwest and CITGO to set up the resale and capture a “middle man” profit.

16. At a meeting on or about July 30, 1997, CITGO employees developed the “action plan” for the resale to the needle coking and calciner operations at the Lemont Facility. CITGO’s plan to resell electricity at a profit would become possible upon completion of a Rate CS contract for discounted electric service that CITGO employees were in the process of negotiating with ComEd. On information and belief, at that meeting the participants stated that under the Rate CS contract the needle coking and calciner plants “will continue to be ‘profit centers’ to the refinery – i.e., we will sell them electricity at a higher rate than we pay.” A CITGO internal memorandum summarizing the meeting, attached as Exhibit A, included the following item:

Continue simulating a separate 6L bill as currently done. The billing methodology will be as follows: Complete 6L for Refinery, UCD, Needle Coker and Seneca. Determine UCD, Needle Coker and Seneca bill as previously done. The difference between the combined bill issued from ComEd [using Rate CS prices] and what is owed by UCD, Needle Coker and Seneca will comprise the Refinery portion.

17. On August 5, 1997, ComEd and PDV Midwest entered into a Rate CS contract with respect to a maximum demand of up to 77,179 kW (the “Contract”). The Contract included demand for all points of service for the Lemont Facility.

18. The Contract designates PDV Midwest as the only customer to whom ComEd agrees to sell electricity under the Contract. Section 1.3 of the Contract provides that PDV Midwest will receive and pay for electric service at the Premises, which is defined to include all of the points of service for the refinery, calciner plant and needle coking plant, among others. Section 1.3(a) of the Contract also provides that “the Customer will receive and pay for electric service at the Premises under ... (v) Terms and Conditions....”

19. ComEd’s “Terms and Conditions” on file with the Commission as of the date of the Contract stated with respect to resale that ComEd will not furnish electricity for resale except as provided under Rider 12. See Terms and Conditions, Ill.C.C. No. 4, Original Sheet No. 59.10, Effective November 1, 1983, attached as Exhibit B. The relevant section of ComEd’s “Terms and Conditions” on file with the Commission was amended in 1999, but did not change the substantive prohibition on resale under the circumstances presented. More specifically, effective October 1, 1999, ComEd’s filed rates provide that “The Company will not furnish electricity for resale except as provided under Rider 12 - Conditions of Resale or Redistribution of Electricity by the Customer to Third Persons or except electric power and energy purchased under Rider PPO pursuant to Section 16-110(b) of the Act.” See Terms and Conditions, Ill.C.C. No. 4, 2nd Revised Sheet No. 60.1, Effective April 1, 2002, attached as Exhibit C.

20. ComEd’s Rider 12, Conditions of Resale or Redistribution of Electricity by the Customer to Third Persons (“Rider 12”) prohibits resale of electric service, except under the very limited circumstances of certain grandfathered buildings for which resale was permitted prior to January 2, 1957. Rider 12, Conditions on Resale or Redistribution of Electricity by the Customer to Third Persons, Ill.C.C. No. 4, 12th Revised Sheet No. 74, attached as Exhibit D. Rider 12 defines “resale” as the furnishing of electricity by a customer to a third person or

persons where (i) the electricity so furnished is separately charged for in whole or in part, or (ii) where the electricity so furnished is metered or its use is limited in any way even though not separately charged for. Ill. C.C. No. 4, 3rd Revised Sheet No. 76, Exhibit D.

21. In June, 2001, ComEd discovered on-going litigation in the Circuit Court for Cook County, as Case No. 00 L 014496 (the “Cook County Litigation”) concerning PDV Midwest’s resale of electricity. In that action, discussed more fully below, plaintiffs Needle Coker and Chicago Carbon, the current owners of the needle coker plant and the calciner plant, respectively, claim that defendant PDV Midwest had an obligation to resell electricity to them at the same Rate CS price that PDV Midwest paid to ComEd. Instead, Needle Coker and Chicago Carbon assert that PDV Midwest resold electricity at the higher Rate 6L pricing.

22. The complaint filed in Cook County Circuit Court identifies Needle Coker as an Illinois general partnership comprised of Chicago Carbon, Lemont Carbon, Inc., and PDV Midwest. Chicago Carbon and Lemont Carbon are identified in the complaint as subsidiaries of Unocal. The complaint further described the current ownership of the various enterprises operating at the Lemont Facility: (i) PDV Midwest owns the refinery that is operated by its agent CITGO, (ii) Needle Coker owns the needle coking plant and which is also operated by CITGO, (iii) the calciner plant is owned by Needle Coker and Chicago Carbon, and operated by Chicago Carbon, and (iv) Seneca Petroleum, Inc. (“Seneca”), a non-party to the Cook County Litigation, owns another facility.

23. PDV Midwest and CITGO admitted that they resold ComEd electricity to Needle Coker and Chicago Carbon. PDV Midwest and CITGO specifically admitted facts showing that they furnished electricity which was separately charged for in whole or in part, and was metered, thus falling expressly within the definition of prohibited resale contained in ComEd’s Rider 12.

In particular, on June 7, 2001, PDV Midwest and CITGO filed joint verified responses to Needle Coker and Chicago Carbon's requests for admission, attached as Exhibit E, that included the following:

1. The Facility located in Lemont, Illinois includes a refinery owned by PDVMR [PDV Midwest], a needle coking plant owned by Needle, a calciner plant owned by Needle and Chicago Carbon, and a facility owned and operated by Seneca.

ANSWER: Admitted....

9. All of the electricity used at the Facility is supplied by ComEd.

ANSWER: Admitted....

11. As a matter of practice, course of conduct and pursuant to agreement, ComEd bills CITGO, as Operator of the PDVMR Refinery, for all electricity used at the Facility irrespective of the ultimate user.

ANSWER: Defendants admit that ComEd bills CITGO for all electricity used at the Facility regardless of the end user.

12. CITGO bills the Other Users for electricity according to readings taken from meters located at the PDVMR Refinery.

ANSWER: Defendants admit that CITGO bills NCC [Needle Coker], CCC [Chicago Carbon] and Seneca for electricity according to their electricity usage as determined by electricity meters referenced in Defendant's Response to Request 10, above.

43. Pursuant to the Action Plan, CITGO created or caused to be created a simulated Rate 6L bill.

ANSWER: Denied. After the ESC [Rate CS contract] became effective, CITGO continued to bill NCC and CCC for electricity at the same level of savings previously enjoyed by NCC and CCC under Rate 6L. The method of calculating the bills to NCC and CCC did not change.

45. Pursuant to the Action Plan, CITGO billed Needle, Chicago Carbon and Seneca for electricity using Rate 6L.

ANSWER: Denied. Defendants admit, however, that after the ESC became effective, CITGO continued to bill NCC, CCC and Seneca for electricity using Rate 6L.

IV. Legal Authority

24. Section 10-101 of the Act authorizes the Commission to investigate or conduct “hearings concerning any matters covered by the provisions of this Act....” 220 ILCS 5/10-101. The Commission also has the power to address a “petition or complaint in writing” by ComEd “setting forth any act or things done or omitted to be done in violation, or claimed to be in violation, of any provision of [the] Act, or of any order or rule of the Commission.” 220 ILCS 5/10-108.

25. The Act specifically requires that “[n]o person or corporation shall, directly or indirectly, by any device or means whatsoever, whether with or without the consent or connivance of a public utility or any of its officers, or employees, seek to obtain or obtain any service, commodity, or product at less than the rate or other charge then established and in force therefor.” 220 ILCS 5/9-243.

V. Filed Tariffs Prohibiting Resale of Electricity

26. The manner in which PDV Midwest and CITGO billed Unocal based on ComEd’s Rate 6L is a practice in connection with the rates ComEd charges and collects from its customers. Section 9-250 of the Act authorizes the Commission:

to investigate a single rate or other charge, classification, rule, regulation, contract or practice, or any number thereof, or the entire schedule or schedules of rates of other charges, classifications, rules, regulations, contracts and practices, or any thereof of any public utility....

220 ILCS 5/9-250. Section 9-250 of the Act provides that when the Commission, after a hearing, finds a practice in connection with a rate charged or collected by a public utility is

unjust, unreasonable, discriminatory or preferential, or in any way violates the law, the Commission shall determine the just practice to be observed thereafter.

27. ComEd's "Information and Requirements for the Supply of Electric Service" ("Information Requirements") filed with the Commission also prohibits the resale of electricity. Section 1.17 of the Information Requirements provides:

The Company's filed rate schedule prohibits the furnishing of electricity by a Customer to a third person or persons, except under certain special conditions covered in detail in such schedule. It is therefore necessary that each individual occupant in a new or substantially remodeled and/or rewired premises be provided with a separate meter unless the Company determines that a special condition applies.

Information Requirements, Section 1.17 "Resale or Redistribution," Ill. C.C. No. 9, 1st Revised Sheet No. 11, Effective March 15, 1990, attached as Exhibit F.

28. ComEd's Rider 12 defines prohibited resale and acknowledges the Commission's authority to remedy illegal resale activity through directing disconnection. In pertinent part, ComEd's Rider 12 as of the date of the Rate CS contract stated:

Electricity will be furnished for resale only under Rates 6 and 6L.

* * *

If Illinois Commerce Commission, after reasonable notice to the customer, and after hearing shall at any time find that the customer has violated any of the conditions stated in this paragraph, and if the customer shall not thereafter within such time as may be fixed by the Commission cease such violation, the Company will, if directed by the Commission so to do, discontinue service to the customer.

Rider 12, "Conditions of Resale or Redistribution of Electricity by the Customers to Third Persons," Ill.C.C. No. 4, 11th Revised Sheet No. 74, Effective March 15, 1991, attached as Exhibit G. Rider 12 was amended effective October 1, 1999, in pertinent part, to make eligible for resale service under Rate RCDS, a rate not at issue in this matter. In addition, because ComEd's service to PDV Midwest was provided under Rate CS, and not under Rates 6 and 6L,

there is no basis for any claim that energy purchased by PDV Midwest under the Rate CS contract was or could be furnished for resale.

VI. Requested Relief

29. PDV Midwest's and CITGO's actions in obtaining electricity at reduced Rate CS prices in quantities over and above its own maximum demand are violations of the Act subject to the Commission's jurisdiction. PDV Midwest's and CITGO's resale of the quantities over and above its own maximum demand made it possible for Needle Coker and Chicago Carbon to purchase electric service at a price lower than the full Rate 6L price they would have been charged as separate customers.

30. Based upon PDV Midwest's, CITGO's and Unocal's representations, ComEd continued to combine bill the Lemont Facility when in fact Needle Coker and Chicago Carbon were entitled to service only as separate retail customers. From in or about August, 1997, this combined billing permitted PDV Midwest to obtain electricity in excess of its own requirements at the reduced Rate CS pricing.

31. Because the electric service obtained by PDV Midwest and resold to Needle Coker and Chicago Carbon exceeded 1500 kW, the only applicable rate established and in force for such service was Rate 6L. The quantity of ComEd service PDV Midwest obtained over and above its load should have been subject to the higher Rate 6L pricing. In addition, but for PDV Midwest's resale plan, ComEd would have established the Needle Coker and Chicago Carbon facilities as separate customers in 1997, to which ComEd's Rate 6L would have been applicable.

32. The terms and conditions of ComEd's tariffs on file with the Commission have the force and effect of law. The resale of electricity provided by ComEd has been prohibited, except in very limited circumstances not applicable to this case, since at least 1957, consistent

with the terms of ComEd's Rider 12. Foremost among the reasons for the prohibition is that retail customers are entitled to receive service from an entity that is subject to the jurisdiction of this Commission, to assure the benefits and protections of regulated utility service. As stated by the Illinois Commerce Commission in ICC Docket 87-0427, Order on Remand:

For long-established reasons, resale of electricity has been prohibited so that all customers receiving electric service are dealing with an entity under the jurisdiction of this Commission. The Commission observes that, while resale of telecommunications services is permitted, such resellers are under this Commission's jurisdiction.

In re Commonwealth Edison Company, ICC Docket Nos. 87-0427, 87-0169, 88-0189 & 88-0253 (Consol.), 117 P.U.R. 4th 407, Second Interim Order on Remand (June 28, 1990).

33. The Commission has held that:

The Illinois Public Utilities Act creates certain rights, benefits and obligations that run between a regulated utility and the customers of that utility. The Commission finds the creation of unregulated resellers of any utility service which will remove the basic user of that service from the protection of the Commission's rules and regulations concerning that service to be contrary to the public policy embodied by the General Assembly in The Illinois Public Utilities Act.

Melvin Simon & Assocs., Inc. v. Commonwealth Edison Co., ICC Docket No. 88-0272, 1989 Ill. PUC LEXIS 501 (Feb. 23, 1989).

34. Another purpose of the prohibition against unregulated resale to retail customers is to avoid revenue loss by the utility, and to avoid "middle man" profits. This concern was stated by the Illinois Supreme Court in Chicago Housing Authority v. Illinois Commerce Commission, 20 Ill. 2d 37, 169 N.E. 2d 268 (1960), where it discussed and upheld ComEd tariffs prohibiting resale:

Prohibition of resale prevents property owners from making a "middle man" profit on the sale of electricity. When electricity is redistributed without profit, this undesirable characteristic of a resale is of course not present.... The fact that redistribution is not a common practice at this

time is not determinative, because the Commission may act to prevent the growth of an undesirable practice before it becomes widespread.

35. PDV Midwest has resold since 1997, and continues to resell, electric power and energy to Needle Coker and Chicago Carbon. The resale has caused significant and ongoing economic harm to ComEd estimated in the range of several million dollars. PDV Midwest's resale of ComEd's service is contrary to the Act, Illinois judicial and administrative law interpreting and applying the Act, and the terms and conditions of ComEd's tariffed rates on file with the Commission. The improper charges impose an illegal economic burden on ComEd, while providing PDV Midwest with a windfall in unregulated "middle man" profits.

36. In addition, the Act creates an extensive system of rights, benefits and obligations that run between a regulated utility and the customers of that utility, obligations that do not exist for and cannot be fulfilled by PDV Midwest or CITGO. ComEd is subject to various laws and regulations which require that it, inter alia, provide electric service to all persons in its service territory on a non-discriminatory basis, and to provide such service in a reliable, efficient, fair, just, safe and reasonable manner, consistent with the terms and conditions of service and tariffs on file with the Commission. As a part of its authority over the rendition of utility service, the Commission has effective control over the commencement, extension and furnishing of such service, as well as the discontinuance and abandonment thereof.

37. PDV Midwest's, CITGO's and Unocal's activities interfere with ComEd's provision of electric utility service to retail customers located within its service territory. In addition, these actions have effectively removed Needle Coker and Chicago Carbon from the benefits and protections of Commission regulation. During late 2001 and into early 2002, ComEd attempted to end the resale of electric service, and to obtain PDV Midwest's, CITGO's and Unocal's cooperation in establishing proper metering for all points of service through which

electricity is supplied to the Lemont Facility. PDV Midwest, CITGO and Unocal have not cooperated in ending the resale and in completing all necessary metering arrangements.

WHEREFORE, Commonwealth Edison Company respectfully requests that the Commission enter an order:

A. Finding that PDV Midwest, on its own or through its authorized agent, has been engaged in the prohibited resale of ComEd's Rate CS retail electric service since in or about August, 1997;

B. Finding that due to Unocal's ownership interests in the needle coking plant and calciner facilities, Needle Coker and Chicago Carbon should be served as retail customers separate from PDV Midwest;

C. Finding as to the correct filed rate and amount of charges for electric service ComEd provided to PDV Midwest's, and Unocal's Needle Coker and Chicago Carbon operations at the Lemont Facility;

D. Authorizing ComEd to issue a bill for electric service used by Unocal, Needle Coker and Chicago Carbon during the period starting in August, 1997 through the present;

E. Ordering PDV Midwest to cease violation of the prohibition against resale, and directing ComEd to terminate service to PDV Midwest at the Lemont Facility if PDV Midwest does not cease such violation; and

F. Granting such other relief herein as will effectively end and remedy the resale of electricity to Unocal, Needle Coker and Chicago Carbon by PDV Midwest and CITGO, including but not limited to, directing Unocal, Needle Coker and Chicago Carbon, as a condition for receiving electric service, to install the electric facilities required by its standard terms and

conditions necessary for ComEd to provide metering of electric service to their facilities as separate retail customers.

Dated: August 2, 2002

Respectfully submitted,
Commonwealth Edison Company

By: _____
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STATE OF ILLINOIS)
)ss
COUNTY OF COOK)

VERIFICATION

I, Arlene Juracek, being first duly sworn, state that I am Vice President of Regulatory and Strategic Services of COMMONWEALTH EDISON COMPANY, that I have read the foregoing Verified Complaint and Amended Verified Petition, that I am familiar with the facts stated therein, and that to the best of my information and belief, the facts are true and correct.

Arlene Juracek
Vice President
Regulatory and Strategic Services

Subscribed and Sworn to before me
this day of August, 2002.

Notary Public

CERTIFICATE OF SERVICE

I, Paul F. Hanzlik, do hereby certify that a copy of the foregoing Verified Complaint and Amended Verified Petition was served upon all parties on the attached Service List by electronic mail and deposit in the United States mail, first class postage prepaid, at Three First National Plaza, 70 West Madison Street, Chicago, Illinois 60602 on this 2nd day of August, 2002.

Paul F. Hanzlik

SERVICE LIST**ICC DOCKET NO. 02-0277**

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